

•SDNY (Rev. 10/2006) Pro Hac Vice Motion to Admit Counsel

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re
LIONEL L.L.C. et al,

Debtors.

MIKE'S TRAIN HOUSE, INC.,

Appellant,

-against-

Chapter 11

Case No. 04-17324 (BRL)
(Jointly Administered)

07 Civ. 7946(RMB)
(Bankruptcy Appeal)

MOTION TO ADMIT COUNSEL

PRO HAC VICE

LIONEL L.L.C. and LIONTECH
COMPANY, Debtors and Debtors in Possession,
and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LIONEL L.L.C.

Appellees.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the

Southern and Eastern Districts of New York, I, Alec P. Ostrow a member in good standing of the bar of this Court,
hereby move for an Order allowing the admission pro hac vice of

Applicant's Name: Robert J. LaRocca
Firm Name: Kohn, Swift & Graf, P.C.
Address: Suite 2100, One South Broad Street
City/State/Zip: Philadelphia, PA 19107
Phone Number: 215 238-1700
Fax Number: 215 238-1968

Robert J. LaRocca is a member in good standing of the Bar of the Commonwealth of Pennsylvania and of the U.S. Court of Appeals Federal Circuit, US Court of Appeals for the Second Circuit, Third Circuit, Fourth Circuit, Sixth Circuit, Eight Circuit, Eleventh Circuit, and the US District Courts of Eastern District of Pennsylvania and the Eastern District of Michigan. Mr. LaRocca has been admitted *Pro Hac Vice* for the District of Connecticut and Southern District of New York.

There are no pending disciplinary proceeding against Robert J. LaRocca in any State or Federal court.

Dated: September 20, 2007

City, State: New York, New York

Respectfully submitted,

Sponsor's Alec P. Ostrow
SDNY Bar AO-3104
Firm Name: Stevens & Lee, P.C.
Address: 485 Madison Avenue, 20th Floor
City/State/Zip: New York, NY 10022
Phone Number: 212-319-8500
Fax Number: 212-319-8505

•SDNY (Rev. 10/2006) Pro Hac Vice Sample Affidavit

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re
LIONEL L.L.C. et al,

Debtors.

MIKE'S TRAIN HOUSE, INC.,

Appellant,

-against-

LIONEL L.L.C. and LIONTECH
COMPANY, Debtors and Debtors in Possession,
and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LIONEL L.L.C.

Appellees.

Chapter 11

Case No. 04-17324 (BRL)
(Jointly Administered)

07 Civ. 7946(RMB)
(Bankruptcy Appeal)

**AFFIDAVIT OF
ALEC P. OSTROW
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

State of New York)
) ss.
County of New York)

Alec P. Ostrow, being duly sworn, hereby deposes and says as follows:

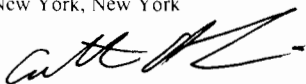
1. I am a shareholder at Stevens & Lee, P.C. counsel for the Appellant in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Robert J. LaRocca as counsel pro hac vice to represent Plaintiff in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in state of New York on January 12, 1981. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Robert J. LaRocca since 2006.
4. Mr. LaRocca is a Shareholder at Kohn, Swift & Graf, P.C., in Philadelphia, Pennsylvania.
5. I have found Mr. LaRocca to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Robert J. LaRocca, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Robert J. LaRocca, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Robert J. LaRocca, pro hac vice, to represent Plaintiff in the above captioned matter, be granted.

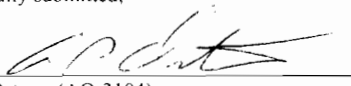
Dated: September 20, 2007

City, State: New York, New York

Notarized:


CONSTANTINE D. POURAKIS
NOTARY PUBLIC, State Of New York
No. 02PO6054338
Qualified in Nassau County
Commission Expires January 29, 2011

Respectfully submitted,


Alec P. Ostrow (AO-3104)

SDNY Form Wcb 10/2006

♦SDNY (Rev. 10/2006) Order for Admission Pro Hac Vice on Written Motion

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re Chapter 11
LIONEL L.L.C. et al, Case No. 04-17324 (BRL)
Debtors. (Jointly Administered)
-----X
MIKE'S TRAIN HOUSE, INC.,
Appellant, 07 Civ. 7946(RMB)
(Bankruptcy Appeal)
-against-
LIONEL L.L.C. and LIONTECH
COMPANY, Debtors and Debtors in Possession,
and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LIONEL L.L.C.
Appellees.
-----X

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Alec P. Ostrow attorney for Appellant, Mike's Train House, Inc. and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Robert J. LaRocca
Firm Name: Kohn, Swift & Graf, P.C.
Address: Suite 2100, One South Broad Street
City/State/Zip: Philadelphia, PA 19107
Phone Number: 215 238-1700
Fax Number: 215 238-1968

is admitted to practice pro hac vice as counsel for Appellant, Mike's Train House, Inc. in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: September __, 2007
City, State: New York, New York

United States District/Magistrate Judge

FOR OFFICE USE ONLY: FEE PAID \$

SDNY RECEIPTS

SDNY Form Web 10/2006

SLI 752345v1/035063.00007

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X	
In re	: Chapter 11
LIONEL L.L.C., et al.,	: Case No. 04-17324 (BRL)
	: (Jointly Administered)
Debtors.	:

MIKE'S TRAIN HOUSE, INC., : 07 Civ. 7946 (RMB)
(Bankruptcy Appeal)

Appellant, :

-against- :

LIONEL L.L.C. and LIONTECH :
COMPANY, Debtors and Debtors in :
Possession, and OFFICIAL COMMITTEE :
OF UNSECURED CREDITORS OF :
LIONEL L.L.C., :

Appellees. :

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

ROBERT J. LARocca, being duly sworn, deposes and states:

1. I am a Director and shareholder of the law firm of Kohn, Swift & Graf, P.C. which has its office at Suite 2100, One South Broad Street, Philadelphia, Pennsylvania. I submit this affidavit in support of my application for admission *pro hac vice* in the above-captioned action.

2. I am an attorney in good standing and licensed to practiced law in the Commonwealth of Pennsylvania where I have practiced for 30 years. A current Certification of Good Standing from the Pennsylvania Supreme Court is annexed hereto as Exhibit 1.

3. A short curriculum vitae is attached hereto as Exhibit 2.

4. In addition to being licensed in the Pennsylvania Supreme Court and inferior courts of Pennsylvania since October, 1977, I have been admitted to practice in the following courts as of the following dates:

U.S. District Court for the Eastern District of Pennsylvania – 1978

U.S. Court of Appeals for the Second Circuit – May 13, 1991

U.S. Court of Appeals for the Third Circuit – June 12, 1981

U.S. Court of Appeals Federal Circuit – May 13, 1993

U.S. Court of Appeals for the Fourth Circuit – November 14, 1993

U.S. Court of Appeals for the Sixth Circuit – February 14, 2005

U.S. Court of Appeals for the Eighth Circuit – February 7, 1996

U.S. Court of Appeals for the Eleventh Circuit – August 24, 1989

U.S. District Court, Eastern District of Michigan – 2002

U.S. District Court, District of Connecticut – admitted *pro hac vice* in 1999

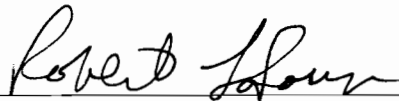
U.S. Bankruptcy Court, Southern District of New York -- admitted *pro hac vice* in the case below, on March 7, 2007.

5. No disciplinary proceedings are pending against me in any jurisdiction and no discipline previously has been imposed upon me in any jurisdiction.

6. I am personally involved as counsel in the above-referenced action and have knowledge of the facts underlying the claims and defenses thereto.

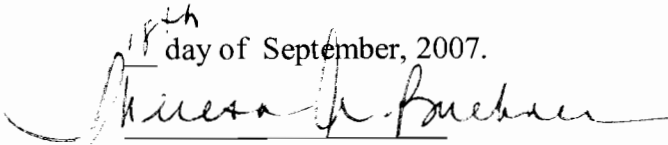
7. I agree to abide by the Rules of this Court in connection with my appearance in the above- captioned litigation.

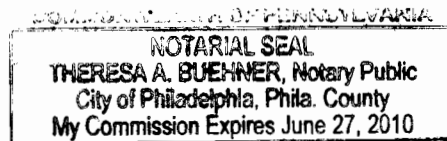
8. I therefore respectfully request that this Court grant my application for admission *pro hac vice* in this matter.


Robert J. LaRocca

Sworn to before me this

^{18th}
day of September, 2007.


Notary Public





Supreme Court of Pennsylvania

CERTIFICATE OF GOOD STANDING

Robert Joseph LaRocca, Esq.

DATE OF ADMISSION

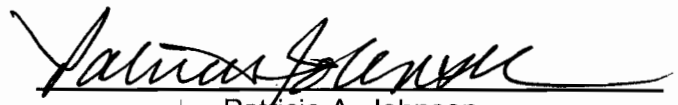
October 28, 1977

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: September 17, 2007


Patricia A. Johnson
Chief Clerk

ROBERT JOSEPH LARocca

Robert J. LaRocca is a director and shareholder in the firm of Kohn, Swift & Graf, P.C. Mr. LaRocca graduated from Rutgers (Newark) Law School in 1977, with High Honors, where he was the Research and Topics Editor, Rutgers Law Review. Mr. LaRocca is a *Magna Cum Laude* graduate of Harvard College (1968), and a member of Phi Beta Kappa.

Mr. LaRocca clerked for the Honorable Edward R. Becker, United States District Court, Eastern District of Pennsylvania (August 1977-August 1978), after which he became associated with the Kohn firm. He has appeared in the Courts of Appeals for the Second, Third, Fifth, Eighth, Eleventh and Federal Circuits. He has an “av” rating from Martindale-Hubbell, and has been elected to the American Law Institute.

Representative cases include, in alphabetical order: *Barnes v. American Tobacco*, 161 F.3d 127 (3d Cir. 1999) (claim for medical monitoring against tobacco companies); *Big Apple BMW v. BMW*, 974 F.2d 1358 (3d Cir. 1992); (group boycott antitrust case); *Bloch v. SmithKline* (E.D.Pa.) 1988 U.S. Dist. Lexis 12397 (E.D.Pa. 1988) and 1987 U.S. Dist. Lexis 2795 (E.D.Pa. 1987) (monopolization and patent abuse in market for prescription drug); *Breard v. Sachnoff*, 941 F.2d 142 (2d Cir. 1991) (securities fraud tax shelter); *Creative Copier Services v. Xerox*, 114 F.Supp.2d 1070 (D. Kan. 2000) (antitrust, patent, copyright claims); *ELSCO v. Motorola*, (E.D. Pa.) 782 F.Supp. 1016 (E.D. Pa. 1991), 785 F.Supp. 17 (E.D. Pa. 1992) (Lanham Act trade disparagement case involving semiconductor industry); *Golden Valley v. Weaver Popcorn*, 837 F.Supp. 1444 (N.D. Ind.), *aff'd*, 11 F.3d 1072 (Fed. Cir. 1993) (patent fraud case in microwave popcorn industry); *Gulfstream v. Gulfstream Aerospace*, 995 F.2d 425 and 995 F.2d 414 (3d Cir. 1993) (trial of price fixing of aircraft); *In re Linerboard Antitrust*, 305 F.3d 145 (3d Cir. 2002) and 203 F.R.D. 199 (E.D.Pa. 2001) (national class output restriction case involving corrugated containers); *In re Waste Haulers Antitrust*, Civil 87-3717 (E.D. Pa.) (Bechtel, J.) (national price

fixing class action case involving waste hauling industry); *In re Chlorine and Caustic Soda Antitrust Litigation*, Civil 86-5428 (E.D.Pa.)(Bechtel, J.) (national price fixing class action case involving manufacturers of chlorine); *Mike's Train House v. Lionel*, (No. 00-CV-71729 E.D. Mich.) *appeal pending* (theft of trade secrets in model train industry); *Parkway v. City of Philadelphia*, 980 F.2d 724 (3d Cir. 1992) and 590 A.2d 79 (Commonwealth Ct 1991) (abuse of city police power to obtain private property); *Roberts Filter v. CPC*, 1993 U.S. Dist. Lexis 15119 (E.D. Pa.)(Lanham Act unfair trade practices, misrepresentation, commercial defamation, involving water purification systems); *Schutte v. Maleski, et al*, 1993 U.S. Dist. Lexis 8332 (E.D. Pa. 1993) and 1993 U.S. Dist. Lexis 6980 (E.D.Pa. 1993) (ERISA class action concerning State of Pennsylvania's deprivation of pension rights); *Sulfuric Acid Antitrust Litigation* (MDL 1536, N.D. Ill, 2003) (collusive conduct in sulfuric acid production); *Tabas v. Tabas*, 47 F.3d 1280 (3d Cir. 1995) (civil RICO); *TMJ Implant v. Dow Chemical*, 113 F.3d 1484 (8th Cir. 1997) (product liability class action).

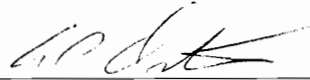
Mr. LaRocca is past chair of the Lawyers' Advisory Committee for the Third Circuit. He serves on the board of directors of the Settlement Music School (MLC Branch). He has recently given guest lectures on the interface between antitrust and patent law at the University of Pennsylvania Law School.

CERTIFICATE OF SERVICE

I, Alec P. Ostrow, certify that on the 20th day of September , 2007, I served a true and correct copy of the within Motion for Admission *Pro Hac Vice*, Affidavit, proposed Order, and Affidavit of Robert J. LaRocca with Exhibits via electronic mail and first class United States mail, postage prepaid, upon the below-listed individual, addressed as follows:

SCHULTE ROTH & ZABEL LLP
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Abbey Walsh
Adam L. Hirsch
adam.harris@srz.com
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Attorneys for Lionel LLC and Liontech Company

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rraicht@halperinlaw.net
*Attorneys for The Official Committee of
Unsecured Creditors of Lionel L.L.C.*



Alec P. Ostrow (AO-3104)